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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

Hearing Date: July 19, 2006
Time: 10:00 a.m.
Objection Deadline: July 12, 2006

**FIRST INTERIM FEE APPLICATION OF
BLAKE, CASSELS & GRAYDON LLP AS CANADIAN COUNSEL FOR
DEBTORS FOR ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER
11 U.S.C. §§330 AND 331**

Name of Applicant:	Blake, Cassels & Graydon LLP
Authorized to Provide Professional Services to:	Delphi Corporation and Affiliated Debtors
Date of Retention Order:	May 15, 2006 effective <i>nunc pro tunc</i> to January 9, 2006
Period for Which Compensation and Reimbursement are Sought:	January 9 to January 31, 2006
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	Cdn\$290,676.50
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	Cdn\$2,533.60
Prior Amounts Requested and/or Paid to Date:	Cdn\$ Nil

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**UNITED STATES BANKRUPTCY COURT
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DEBTORS FOR ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER
11 U.S.C. §§330 AND 331**

Blake, Cassels & Graydon LLP ("Blakes"), Canadian counsel for Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), submits this first interim fee application (the "Fee Application"), pursuant to 11 U.S.C. §§330 and 331, seeking interim allowance and payment of compensation for professional services rendered by Blakes for the period from January 9 to January 31, 2006 (the "Compensation Period"), and for reimbursement of actual and necessary expenses incurred in connection with such services during the Compensation Period. In support of this Fee Application, Blakes represents as follows:

Background

1. On October 8, 2005 (the "Petition Date"), Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.A. §§ 101-1330, as amended (the

“Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the “Creditors’ Committee”). No trustee or examiner has been appointed in the Debtors’ cases.

3. The Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are Sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

Retention of Blakes

5. On April 21, 2006, the Debtors applied to this Court for an order approving the retention of Blakes as Canadian counsel, effective *nunc pro tunc* to January 9, 2006 (the “Retention Application”).

6. On May 15, 2006, this Court entered an order (the “Retention Order”), authorizing the Debtors to employ Blakes as their Canadian counsel under the terms set forth in the Retention Application.

7. In the Retention Application, the Debtors disclosed that Blakes’ fees for professional services are based on its standard hourly rates, which are subject to periodic increases in the normal course of Blakes’ business, and reimbursement of charges and disbursements.

Summary of Requested Professional Compensation and Reimbursement of Expenses

8. This Fee Application has been prepared in accordance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”); (b) the

United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the “UST Guidelines”); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 as amended by the supplemental orders dated March 8, March 28 and May 5, 2006 (collectively, the “Interim Compensation Order”, collectively with the Local Guidelines and the UST Guidelines, the “Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as **Exhibit A**.

9. By this Fee Application, Blakes respectfully requests interim allowance for professional services rendered to the Debtors during the Compensation Period, in the amount of Cdn\$290,676.50, and reimbursement of necessary expenses incurred in connection with the rendering of such services, in the amount of Cdn\$2,533.60.

10. Blakes believes that the services rendered have conferred significant benefit on the bankruptcy estates. Further, Blakes believes that its billing rates are reasonable and are consistent with customary rates charged by similar firms.

11. Pursuant to the Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all of Blakes’ timekeepers who have performed services in these Chapter 11 cases during the Compensation Period, the hourly billing rate charged for services performed by each such timekeeper, the aggregate number of hours and the fees billed therefor, and the year of call for each partner or associate.

12. Pursuant to the Guidelines, annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which Blakes is seeking reimbursement and the total amount for each such expense category.

13. Blakes has no agreement of any kind, express or implied, to divide with any other person or entity any portion of the compensation sought or to be received by it in these cases.

Services Performed

14. During the Compensation Period, Blakes has worked closely with the Debtors and their advisors in, among other things, negotiating with and ensuring that a key Canadian parts supplier continued to ship critical parts to the Debtors. In order to achieve that result, Blakes professionals have provided multi-disciplinary services on a daily basis, often working nights and weekends. As a result of the efforts of the Debtors and Blakes, the Canadian parts supplier has continued to ship the necessary parts to the Debtors.

15. Blakes created three different matter numbers to which its professionals assigned the time billed by them in connection with the services provided to the Debtors. These matters are titled "Supplier Matters", "Litigation" and "Fee Applications". All of Blakes' professionals keep a detailed record of the time spent rendering such services and separated tasks in billing increments of one-tenth of an hour. All matters are billed based upon the actual hours worked and the applicable hourly rates.

16. The services provided during the Compensation Period for Supplier Matters include negotiating the continued uninterrupted supply of critical parts from a troubled supplier of the Debtors as well as negotiating and preparing a long-term supply contract and ancillary agreements. The detailed time entries for these services are included in the invoice for Supplier Matters attached as **Exhibit D**. For this matter, Blakes professionals expended 276.6 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$148,304.00.

17. The services provided during the Compensation Period for Litigation include considering and preparing application materials for a proposed injunction to ensure the continued uninterrupted shipment of critical parts from the troubled supplier referred to in paragraph 18 above. The services provided also include dealing with an ongoing dispute between the supplier and the former owner of the business. The detailed time entries for these services are included in the invoice for Litigation attached as **Exhibit E**. Blakes professionals expended 242.0 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$135,843.50.

18. Blakes is also seeking compensation for the time spent during the Compensation Period on the preparation of the retention application materials. The detailed time entries for the time spent on the preparation of the retention application materials, including the substantial conflicts checks review, are included in the invoice for Fee Applications attached as **Exhibit F**. Blakes professionals expended 25.2 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$6,529.00.

19. Blakes has served its monthly fee statements for each of the above-noted matters on (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: General Counsel, (ii) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10044, Att'n: Alicia M. Leonhard, Esq., (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg Esq., (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., and (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Marlane Melican, Esq. A committee for the purpose of reviewing fees and expenses has not yet been appointed. As of the date of this Fee Application, no objections to the monthly fee statements have been raised.

20. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Fee Application or did not appear in the monthly statements annexed as Exhibits D, E or F, Blakes reserves the right to request additional compensation for such services and reimbursement for such expenses in future fee applications.

Statutory Basis for Relief Sought

21. Blakes seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Debtors during the Compensation Period. Section 330(a)(1) of the Bankruptcy Code provides that the Bankruptcy

Court may award (a) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person; and (b) reimbursement for actual, necessary expenses. Section 330(a)(3)(A) provides as follows:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed; and (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

22. Section 331 governs the allowance of interim compensation to professionals and provides:

... any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

23. The services for which Blakes seeks compensation and the expenses for which Blakes seeks reimbursement in this Fee Application were necessary for and beneficial to the Debtors' estates and their rehabilitation and reorganization efforts. The compensation requested is reasonable in light of the nature, extent and value of such services to the Debtors,

their estates and all parties in interest. As a result, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

WHEREFORE, Blakes respectfully requests that the Court enter an order
(a) approving and allowing Blakes' Fee Application for professional services rendered as Canadian counsel for the Debtors during the Compensation Period in the amount of Cdn\$290,676.50, plus reimbursement of actual and necessary expenses incurred in the amount of Cdn\$2,533.60; (b) authorizing and directing the Debtors to pay to Blakes the total amount of Cdn\$293,210.10, or, if applicable, the difference between the amount allowed herein and the amounts, if any, previously paid to Blakes; and (c) granting such other and further relief as is just and/or proper.

Dated: Toronto, Ontario, Canada
May 30, 2006

BLAKE, CASSELS & GRAYDON LLP
Canadian Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession

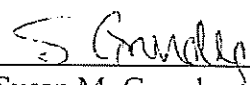
Per: 
Name: Susan M. Grundy
Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9
Telephone: 416-863-2572
Facsimile: 416-863-2563
Email: susan.grundy@blakes.com

EXHIBIT A

Delphi Legal Information Hotline:
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International: (248) 813-2698

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**UNITED STATES BANKRUPTCY COURT
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In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

Hearing Date: July 19, 2006
Time: 10:00 a.m.
Objection Deadline: July 12, 2006

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST
INTERIM FEE APPLICATION OF BLAKE, CASSELS & GRAYDON LLP
FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

I, Susan M. Grundy, hereby certify that:

1. I am a Partner of Blake, Cassels & Graydon LLP ("Blakes") with responsibility for the chapter 11 cases of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and in respect of compliance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 as amended by the supplemental orders dated

March 8, March 28 and May 5, 2006 (collectively, the "Interim Compensation Order", collectively with the Local Guidelines and the UST Guidelines, the "Guidelines").

2. This certification is made in respect of Blakes' First Interim Fee Application, dated May 30, 2006 (the "Fee Application"), for allowance of interim compensation and reimbursement of expenses for the period commencing January 9, 2006 through to and including January 31, 2006, in accordance with the Guidelines.

3. I have read the Fee Application and have approved it for service and filing with the Court.

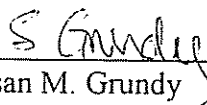
4. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall with the Local Guidelines.

5. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Blakes and generally accepted by Blakes' clients.

6. Blakes has complied with the provisions of the Local Guidelines and the Interim Compensation Order by providing a statement of Blakes' fees and disbursements accrued during the previous month to (i) the Debtors, (ii) Skadden, Arps, Slate, Meagher & Flom LLP, (iii) the Office of the United States Trustee for the Southern District of New York, (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, and (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell. A committee for the purpose of reviewing fees and expenses has not yet been appointed. However, because Blakes' retention was not approved by the Court until May 15, 2006, and in accordance with the Third Supplemental Interim Compensation Order dated May 5, 2006 (the "Third Supplemental Interim Compensation Order"), such statements were not provided within the timetables set forth in the Local Guidelines, but rather under the timetable set forth in the Third Supplemental Interim Compensation Order.

7. In accordance with the Local Guidelines and the Interim Compensation Order, a copy of the Fee Application is being provided to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP, (iii) the Office of the United States Trustee for the Southern District of New York, (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, and (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell. Notice of the filing of the Fee Application is also being sent to those parties listed on the Master Service List and the 2002 List found on the Delphi legal information website (www.delphidocket.com).

Dated: Toronto, Ontario, Canada
May 30, 2006



Susan M. Grundy
BLAKE, CASSELS & GRAYDON LLP
Barristers and Solicitors
Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9
Telephone: 416-863-2572
Facsimile: 416-863-2563
Email: susan.grundy@blakes.com

EXHIBIT B

**SUMMARY OF TIMEKEEPERS, HOURS AND HOURLY RATES
(January 9 to January 31, 2006)**

Timekeeper	Title	Yr. of Call	Hrly Rate (Cdn)	# of Hours	Fees Billed (Cdn)
Chow, Milly	Partner	1994	\$545.00	.2	\$ 109.00
Dube, Jim	Partner	1969	\$720.00	105.2	75,744.00
Flynn, Marc	Student	N/A	\$170.00	35.8	6,086.00
Grundy, Susan	Partner	1980	\$775.00	140.5	108,887.50
Horton, William	Partner	1976	\$760.00	1.3	988.00
Kushnir, Amanda	Associate	2002	\$400.00	110.7	44,280.00
Park, Karen	Associate	2003	\$365.00	110.1	40,186.50
Prenol, Anthony	Partner	1990	\$620.00	.4	248.00
Prestage, J.A.	Partner	1987	\$545.00	.5	272.50
Thompson, Nancy	Paralegal	N/A	\$240.00	25.5	6,120.00
Thornton, Jessica	Search Clerk	N/A	N/A	N/A	315.00
Weisz, Steven	Partner	1991	\$545.00	13.4	7,303.00
White, Bliss	Partner	1985	\$685.00	.2	137.00
Totals:				543.8	\$290,676.50

EXHIBIT C

SUMMARY OF EXPENSES
(January 9 to January 31, 2006)

Category	Amount
Catering, Meals, etc.	\$ 672.35
Courier	7.50
Duplicating	1,026.80
PPSA Search	50.00
Profile Report – Online	72.00
Provincial Tax on Disbursements	20.93
Service of Documents	293.10
Telephone/Facsimile	289.58
Third Party Fees	24.22
Transportation	<u>77.12</u>
Total	\$2,533.60

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

INVOICE

Please write invoice
number(s) on cheque.

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

March 13, 2006

Invoice: 1213973
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

*** Please remit this page with your payment ***
*** Terms: Due and Payable Upon Receipt ***

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 31, 2006, as
follows:

Total Fees

\$ 148,304.00

Total Disbursements

1,490.93

Total Due in Canadian Currency

\$ 149,794.93 CAD

This invoice may be paid in U.S. Currency: \$ 134,950.39 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213973	Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2
Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213973	

If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE
Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

March 13, 2006

Invoice: 1213973
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 31, 2006, as
follows:

Total Fees	\$ 148,304.00
Total Disbursements	1,490.93

Total Due in Canadian Currency \$ 149,794.93 CAD 

This invoice may be paid in U.S. Currency: \$ 134,950.39 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213973	Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213973

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/10/06	Horton, William G.	Exchange voice messages with S. Grundy and provide comments re ICDR arbitration clause (.7).	0.7	760.00	\$ 532.00
01/10/06	Prestage, J.A.	Exchange with S. Grundy regarding arbitration clause issues (3.).	0.3	545.00	163.50
01/11/06	Grundy, Susan	Email from K. Craft regarding proposed deal terms with 208 (.1)	0.1	775.00	77.50
01/11/06	Thompson, Nancy	Receiving instructions from K. Park (.3); reviewing various agreements (.3); assembling same and preparing index (.3); discussion with K. Park (.2); e-mail message to K. Craft regarding missing items (.3).	1.4	240.00	336.00
01/11/06	Thornton, Jessica	Conducting Corporate Searches for S. Grundy in regard to Carter Groupe Inc., 2088343 Ontario Limited, 1599963 Ontario Limited and 2088342 Ontario Limited.		0.00	140.00
01/11/06	Thornton, Jessica	Conducting PPSA Searches for S. Grundy in regard to Carter Groupe Inc., 1664560 Ontario Inc., 2088343 Ontario Limited, 1599963 Ontario Limited and 2088342 Ontario Limited.		0.00	175.00
01/12/06	Thompson, Nancy	Discussion with K. Park (.1); reviewing various materials forwarded by client and organizing same (1.0); arranging for personal service (1.0); telephone call to K. Park	2.2	240.00	528.00

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		(left message) (.1).			
01/12/06	Weisz, Steven	Discussion with S. Grundy regarding retaining security company (.2).	0.2	545.00	109.00
01/13/06	Dube, Jim	Morning office conference with S. Grundy regarding meetings today with counsel for Roch/Dean (.5); correspondence from L. Soloway regarding Notice of Access (.5); morning telephone discussions with Denis (Foglers), R. Kert pre-meeting (.5); meeting from 10:30 a.m. to 6:00 p.m. with opposing counsel and Dean, including concluding interim agreement on supplier payments and working on overall interim agreement, including reports during day to C. Brown (7.5); working in evening on notes/agreements provided by client (2.0).	11.0	720.00	7,920.00
01/13/06	Flynn, Marc	Taking written record of negotiations between Delphi and Dean Topolinski and counsel to Roch Cousineau and related companies (8.0); amending and providing copies of handwritten agreement and interim agreement to meet Delphi supply demands for Friday, January 13 and Monday, January 16 (.8).	8.8	170.00	1,496.00
01/13/06	Grundy, Susan	Negotiating interim agreement for parts supply today through Monday January 16 and frequent calls with C. Brown and P. Murtagh for instructions (5.1).	5.1	775.00	3,952.50
01/14/06	Flynn, Marc	Reviewing previous drafts of	9.0	170.00	1,530.00

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BLAKE, CASSELS & GRAYDON LLP

Page: 4

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		long-term supply agreements between Carter Groupe and Delphi and aborted discussions between Delphi and 208/Roch Cousineau (3.0); organizing and flagging relevant issues for S. Grundy (1.0); providing written record of negotiating position of Dean Topolinski and 208 (5.0).			
01/14/06	Grundy, Susan	Reviewing initial drafts of agreements (.5); meeting with C. Brown, P. Murtagh and J. Dube to discuss status of negotiations to date and issues to be addressed in proposed agreements (1.8); reviewing revised agreements from 208's counsel and discussing revisions with clients (2.4); meeting with D. Topolinski, J. Spiegelman, S. Goldman and clients to negotiate agreements (4.0).	8.7	775.00	6,742.50
01/15/06	Flynn, Marc	Attending negotiations and providing written record of negotiations (10.8).	10.8	170.00	1,836.00
01/15/06	Grundy, Susan	Reviewing, discussing and negotiating supply contract in meetings throughout the day with clients, Topolinski and counsel (3.9); lengthy meetings with C. Brown and P. Murtagh regarding proposals and revised documents (3.4); detailed review of Delphi standard terms (.7); telephone discussions with K. Craft regarding proposed amendments and changes to standard supply terms (.4); meeting with R. Kert (counsel to Butch Carter) (.2); several discussions with R. Kert and B. Carter regarding Carter	10.1	775.00	7,827.50

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		request for preapproval of change of control to him (.8); revising draft agreement (.7).			
01/16/06	Flynn, Marc	Reviewing notes to determine substance of negotiating point raised by R. Kert on Sunday, January 15th (0.6); reviewing email correspondence between parties (0.6).	1.2	170.00	204.00
01/16/06	Grundy, Susan	Revising agreements (1.4); briefing A. Kushnir (.2); telephone call from J. Spiegelman (.1); followup regarding change of control issues (.2); reviewing revised agreements (.4); lengthy meetings with D. Topolinski, J. Spiegelman, S. Goldman, and clients negotiating agreements (5.6); revising agreements (3.8).	11.7	775.00	9,067.50
01/16/06	Kushnir, Amanda	Instructions from S. Grundy (.2); reviewing file (1.6); revising Long Term Contract and Escrow Agreement (2.8); various discussions with S. Grundy and K. Park re status (.5).	5.1	400.00	2,040.00
01/16/06	Litigation Services	Pulled court file and copied pleadings.		0.00	0.00
01/16/06	Thompson, Nancy	Arranging for search at court office for proceedings commenced by B. Carter or Carter Groupe Inc. (.2); reviewing list of actions and various case history reports (.4); reviewing statement of claim (.2); e-mail message to K. Park et al. forwarding copy of statement of claim (.2).	1.0	240.00	240.00
01/17/06	Grundy, Susan	Revising agreement (.3); meeting with clients and	8.3	775.00	6,432.50

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		reporting to Delphi senior management regarding Carter issues (1.4); update from K. Craft regarding issues requiring creditors committee approval (.2); lengthy negotiations regarding agreements with D. Topolinski, J. Spiegelman, S. Goldman, J. Coldwell, and clients (4.4); meeting with Pat Murtagh and Charlie Brown prior to their departure (.8); further meeting with J. Spiegelman et al and reporting to clients regarding latest proposals (1.2).			
01/17/06	Kushnir, Amanda	Attending meetings with client and counsel for supplier (8.0); drafting licence agreement (2.0); various discussions with S. Grundy and K. Park (.8).	10.8	400.00	4,320.00
01/18/06	Grundy, Susan	Several calls with C. Brown, P. Murtagh, K. Craft (1.6); telephone call to J. Spiegelman (.4); reviewing and commenting on draft report to Delphi management (.4); responding to emails from C. Brown and J. Hudson (.4) reporting on status of parts supplies and proposed interim arrangements (.9); reviewing revised drafts of agreements and discussing them with A. Kushnir (.4).	4.1	775.00	3,177.50
01/18/06	Kushnir, Amanda	Discussion with S. Grundy re status (.4); reviewing email from K. Kraft (.2); reviewing access agreement (1.4); reviewing various email correspondence (.5).	2.5	400.00	1,000.00
01/19/06	Grundy, Susan	Reviewing letter from J. Spiegelman regarding 208 proposal (.1); preparing for	7.3	775.00	5,657.50

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		meeting with D. Topolinski et al (.4); discussing 208 position with clients (.3); meeting with D. Topolinski, J. Spiegelman, S. Goldman (with C. Brown, P. Murtagh and K. Craft by conference phone) to negotiate agreements (6.3); instructions to A. Kushnir regarding followup on matters from meetings (.2).			
01/19/06	Kushnir, Amanda	Attending all day meeting with LPM Supplier, counsel to LPM Supplier and Delphi by teleconference (9.0); discussion with K. Park re status (.3); drafting letter agreement (1.5).	10.8	400.00	4,320.00
01/20/06	Grundy, Susan	Negotiations with D. Topolinski et al regarding supply contract (3.2); consultations with K. Craft regarding types of deal terms that would require court approval (.2); resumed negotiations with D. Topolinski, counsel and clients (.9); conference call later in afternoon regarding proposed terms and break in negotiations (.5) discussions with C. Brown, P. Murtagh and K. Craft (.8); instructions to A. Kushnir (.1).	5.7	775.00	4,417.50
01/20/06	Kushnir, Amanda	Negotiations with counsel for LPM Supplier regarding supply contract (8.5).	8.5	400.00	3,400.00
01/20/06	Park, Karen	Receive and review emails and correspondence regarding updates on negotiations (1.1).	1.1	365.00	401.50
01/23/06	Dube, Jim	Engaged regarding further correspondence from B. Carter's solicitor and preparing text of response to same (.4);	3.0	720.00	2,160.00

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		further discussion with S. Grundy regarding deferral of response and regarding drafting further provision regarding B. Carter's issue . (2); drafting further clause for proposed agreement (.4); afternoon meeting with J. Spiegelman, S. Grundy and A. Kushnir (1.4); engaged drafting further "co-plaintiff" clause and discussing same with J. Spiegelman and S. Grundy (.6).			
01/23/06	Grundy, Susan	Email from K. Craft regarding creditor committee approval issues (.1); meeting to negotiate draft agreements with D. Topolinski, J. Spiegelman, S. Goldman, A. Kushnir, with C. Brown, K. Craft and P. Murtagh on conference call (2.0); discussions with clients (.2); resumed meeting regarding agreements (2.7); meeting with A. Kushnir, J. Spiegelman to prepare outline of terms discussed as requested by 208 (1.4); telephone call to clients (.2); commenting on outline of terms (.1).	6.7	775.00	5,192.50
01/23/06	Kushnir, Amanda	Engaged in meetings with LPM Supplier and calls with client (6.8); drafting summary of terms and circulating same (2.0); revising long term contract per meeting (1.5).	10.3	400.00	4,120.00
01/24/06	Dube, Jim	Engaged during day in relation to contractual issues, including review of various e-mails with Messrs. Goldman and Spiegelman (.6); reviewing A. Kushnir's summary of terms (.4).	1.0	720.00	720.00

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/24/06	Grundy, Susan	Followup and reporting to C. Brown regarding inquiry regarding enforceability of contracts (.1); commenting on summary of deal points (.2); reviewing and commenting on memo to Delphi management regarding revised proposed terms (1.1); discussions with C. Brown and P. Murtagh regarding responses in internal discussions (.4); reviewing and discussing revisions to agreements (1.4); reviewing and responding to additional 208 proposals in response to deal outline (.7); call with C. Brown and K. Craft regarding revisions to agreement (.4); preparing revised language, reviewing draft access agreement and reviewing revisions with A. Kushnir (1.8).	6.1	775.00	4,727.50
01/24/06	Kushnir, Amanda	Revising long term contract (2.0); drafting memorandum to client regarding proposed transaction (2.5); revising access agreement (2.0); drafting lender consent to access agreement (2.5); participating on call with C. Brown, K. Craft and S. Grundy (1.0); various discussions with S. Grundy re documents (1.0); reviewing various email from S. Grundy and counsel to supplier on various transactions matters (1.0).	12.0	400.00	4,800.00
01/24/06	Prestage, J.A.	Identify material regarding duress and exchange with S. Grundy regarding same (0.2).	0.2	545.00	109.00
01/25/06	Chow, Milly	Discussion with A. Kushnir regarding change of control provisions (.2).	0.2	545.00	109.00

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/25/06	Dube, Jim	Office conference with S. Grundy regarding her e-mail on proposed preservation of rights clause (.4); reviewing excerpts of proposed supply contract for A. Kushnir and providing suggested changes to same (1.0); drafting further clause to deal with creditor challenge to DeanCo asset sale to RochCo (1.0); afternoon telephone discussion with C. Brown (.6); further conference call with Messrs. Brown, Murtagh, Pirtle, Nelson, Eagan, Conner and Ms. Craft (1.0).	4.0	720.00	2,880.00
01/25/06	Grundy, Susan	Considering options on dealing with Carter issues, and reworking volume subsidy arrangements (1.4); call with clients regarding deal issues and revisions to agreements (1.0); reviewing comments from K. Craft (.2); telephone call from J. Coldwell (.1) several discussions with clients regarding issues, and drafting revisions to agreements (3.4); reviewing arbitration language with B. Horton (.3); reviewing draft consent to access agreement (.3).	6.6	775.00	5,115.00
01/25/06	Horton, William G.	Exchange e-mails with S. Grundy re arbitration clause and provided detailed comments (.6).	0.6	760.00	456.00
01/25/06	Kushnir, Amanda	Discussion with M. Chow regarding change of control provisions (.2); telephone call with Delphi to discuss long term contract (1.0); drafting secured creditor consent (1.0);	7.7	400.00	3,080.00

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		revising various documents and circulating to parties (5.5).			
01/25/06	Park, Karen	Discussions with A. Kushnir regarding corporate searches and negotiations (.2); sending follow-up email to K. Craft regarding executed Intercustomer Agreement (.2).	0.4	365.00	146.00
01/25/06	Weisz, Steven	Discussion with S. Grundy (.2); reviewing agreements (.6).	0.8	545.00	436.00
01/25/06	White, Bliss	Telephone call from and telephone call to S. Grundy regarding issues on supply agreement (.2).	0.2	685.00	137.00
01/26/06	Grundy, Susan	Reviewing revised agreement received from counsel for purchaser (.9); conference call discussing it with clients (1.0); telephone calls and emails with K. Craft and C. Brown regarding comments on additional issues (1.3); conference call with purchaser's counsel and representatives to negotiate agreement (2.4); discussing proposed revisions with A. Kushnir and C. Brown (.6).	6.2	775.00	4,805.00
01/26/06	Kushnir, Amanda	Revising supply and ancillary agreements (5.0); participating on calls with Delphi and all parties to review agreements (6.0); various discussions with S. Grundy, S. Weisz and J. Dube re file (1.8).	12.8	400.00	5,120.00
01/26/06	Park, Karen	Receive and review email query from S. Grundy regarding intercustomer agreement and ability of Halla to challenge new supply agreement (.4); review agreements and compose	1.8	365.00	657.00

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		reply to S. Grundy and review follow-up email (.6); review follow-up email and discuss with S. Grundy (.2); compose follow-up answer (.6)			
01/26/06	Weisz, Steven	Discussion with S. Grundy and A. Kushnir (.3); attend conference call (3.5); review agreements (.2).	4.0	545.00	2,180.00
01/27/06	Grundy, Susan	Reviewing and commenting on most recent draft of contract (.7).	0.7	775.00	542.50
01/27/06	Kushnir, Amanda	Reviewing notice of arbitration (.3); email correspondence with S. Grundy re long term contract (1.0); revising license agreement (.5); discussion with J. Dube and S. Weisz re arbitration (2.0); various calls to client and other counsel (4.5); reviewing revised draft from J. Coldwell (.5).	8.8	400.00	3,520.00
01/27/06	Weisz, Steven	Review notice of arbitration (.4); discussion with J. Dube and A. Kushnir regarding notice of arbitration and strategy to deal with dispute between parties (1.0); prepare for and participate in conference calls with counsel for supplier, B. Carter and with clients (4.5); review and revise long-term supply contract (as revised by Aird & Berlis) and consent, accommodation agreement and Exhibit A (terms and conditions) (.8); review statement of claim of B. Carter against Deal Topolinski, Roch Cousineau and others (.2); review letter to R. Kert (.2); review e-mail with C. Brown regarding status of shipments and inventory,	7.5	545.00	4,087.50

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		banks (.3); e-mail from K. Craft regarding Long-Term Contract and General Terms and Conditions (.1).			
01/29/06	Kushnir, Amanda	Revising long term contract (1.0); circulating to parties; email to parties re escrow agreement (.2); email to T. Prenol re license agreement (.3).	1.5	400.00	600.00
01/29/06	Weisz, Steven	Review e-mail from A. Kushnir and revised License Agreement, Escrow Agreement and Long-Term Contract (.5).	0.5	545.00	272.50
01/30/06	Grundy, Susan	Discussion with A. Kushnir and clients regarding status of negotiations (.4); reviewing comments on amended agreements (.8); telephone call from C. Brown regarding concerns regarding Carter arbitration (.2); conference call with clients regarding 208 comments on access agreement and other documents(1.5).	2.9	775.00	2,247.50
01/30/06	Kushnir, Amanda	Various discussions with S. Grundy and J. Dube re status (1.5); discussion with S. Grundy re access agreement (.5); conference call with clients re supply contract and access agreement and status (1.5); revising documents (2.5).	6.0	400.00	2,400.00
01/30/06	Prenol, Anthony	Reviewing and revising draft intellectual property license with Carter Group (.2); drafting email to A. Kushnir regarding same (.2).	0.4	620.00	248.00
01/31/06	Grundy, Susan	Meeting with D. Topolinski, J.	6.7	775.00	5,192.50

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213973

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Spiegelman, J. Coldwell, S. Goldman and A. Kushnir, with clients on conference call, to negotiate contracts (2.2); conference call with J. Coldwell and A. Kushnir regarding access agreement (.6); reviewing proposal regarding interim arrangements and discussing risks with clients (.6); resumed meeting and discussions with clients regarding contract proposals (2.5); further resumed meeting (.4); reporting to clients (.3); instructions to A. Kushnir regarding amendments to agreements (.1).			
01/31/06	Kushnir, Amanda	Attending meetings with supplier and counsel (7.0); various discussions with S. Grundy re supply arrangements (.5); revising agreements (3.0).	10.5	400.00	4,200.00

Total Fees for this Matter**\$ 148,304.00**

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213973

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chow, Milly	MYC	0.2	\$ 545.00	\$ 109.00
Dube, Jim	JPD	19.0	720.00	13,680.00
Flynn, Marc	FLY	29.8	170.00	5,066.00
Grundy, Susan	SMG	97.0	775.00	75,175.00
Horton, William G.	WGH	1.3	760.00	988.00
Kushnir, Amanda	AKU	107.3	400.00	42,920.00
Litigation Services	LITG	0.0	0.00	0.00
Park, Karen	KPA	3.3	365.00	1,204.50
Prenol, Anthony	AP	0.4	620.00	248.00
Prestage, J.A.	JAP	0.5	545.00	272.50
Thompson, Nancy	NAB	4.6	240.00	1,104.00
Thornton, Jessica	JTX	0.0	0.00	315.00
Weisz, Steven	SJW	13.0	545.00	7,085.00
White, Bliss	BAW	0.2	685.00	137.00
Total		<u>276.6</u>		<u>\$ 148,304.00</u>

Disbursements

Catering, Meals etc.	\$ 672.35
Duplicating	49.50
PPSA Search	50.00
Profile Report - Online	72.00
Provincial Tax on Disbursements	20.93
Service of Documents	293.10
Telephone/Facsimile	231.71
Third Party Fees	24.22
Transportation	77.12
	\$ 1,490.93

Total Due for this Matter in Canadian Currency**\$ 149,794.93 CAD**

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**SUMMARY OF TIMEKEEPER AND TITLE
(January)**

Supplier Matters:

<u>Name</u>	<u>Title</u>
Chow, Milly	Partner
Dube, Jim	Partner
Flynn, Marc	Student
Grundy, Susan	Partner
Horton, William G.	Partner
Kushnir, Amanda	Associate
Park, Karen	Associate
Prenol, Anthony	Partner
Prestage, J.A.	Partner
Thompson, Nancy	Paralegal
Thornton, Jessica	Search Clerk
Weisz, Steven	Partner
White, Bliss	Partner

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

INVOICE

Please write invoice
number(s) on cheque.

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

March 13, 2006

Invoice: 1213975
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000004

Attention: Charles E. Brown

*** Please remit this page with your payment ***
*** Terms: Due and Payable Upon Receipt ***

Re: Litigation

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 31, 2006, as
follows:

Total Fees	\$ 135,843.50
Total Disbursements	1,042.67

Total Due in Canadian Currency \$ 136,886.17 CAD

This invoice may be paid in U.S. Currency: \$ 123,320.87 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213975	Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2
Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213975	
If you wish further instructions please contact Pal Carrano at 416.863.4345.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this
invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE
Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

March 13, 2006

Invoice: 1213975
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000004

Attention: Charles E. Brown

Re: Litigation

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 31, 2006, as
follows:

Total Fees \$ 135,843.50

Total Disbursements 1,042.67

Total Due in Canadian Currency \$ 136,886.17 CAD

This invoice may be paid in U.S. Currency: **\$ 123,320.87 USD**

CAD Wiring Instructions:

Canadian Imperial Bank of Commerce
Main Branch, Commerce Court West
Toronto, Ontario M5L 1A2
Transit No. 00002
Swiftcode: CIBCCATT
Beneficiary: Blake Cassels & Graydon LLP
Account No. 000021602012
Reference: Invoice No. 1213975

USD Wiring Instructions:

Bank of America NT & SA
100 West 33rd Street
New York, NY 10001
Swiftcode: BOFAUS3N
ABA No. 026009593
For Further Credit to:
Canadian Imperial Bank of Commerce
Main Branch, Commerce Court West
Toronto, Ontario M5L 1A2

Transit No. 00002
Final Beneficiary: Blake Cassels & Graydon LLP
Account No. 000021602012
Reference: Invoice No. 1213975

If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

Re: 000004. Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/09/06	Grundy, Susan	Telephone call from C. Brown and K. Craft regarding potential injunction against purchaser of Carter Group business (.5); brief initial review of loan documents (.4).	0.9	775.00	\$ 697.50
01/10/06	Dube, Jim	Office conference with S. Grundy regarding this new matter, including telephone discussion with P. Murtagh regarding L. Soloway's January 9th letter (.7); conference call with C. Brown (.8); reviewing available material (.5).	2.0	720.00	1,440.00
01/10/06	Flynn, Marc	Researching contract assignments (2.3).	2.3	170.00	391.00
01/10/06	Grundy, Susan	Considering legal issues (.6); reviewing materials (.3); telephone call from C. Brown (.1); meeting with K. Park (.3); reviewing memorandum of agreement regarding Carter deal (.4); telephone call to C. Brown regarding additional legal grounds (.3); telephone call to J. Dube (.1); instructions to K. Park (.2); instructions to M. Flynn (.2) reviewing documents and considering legal grounds against purchaser and other parties (2.5); telephone call to clients regarding allegations in Soloway letter (.7); several calls with clients regarding meetings with Topolinski and latest demands and regarding meeting with Carter (1.8);	7.8	775.00	6,045.00

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		inquiries with MJ Stitt and B. Horton regarding proposed arbitration procedure (.3).			
01/10/06	Park, Karen	Initial discussion with S. Grundy regarding Carter (1.0); telephone call with S. Grundy and C. Brown, K. Craft (1.0); review agreements (1.3); discussion with S. Grundy and J. Dube, and telephone call with C. Brown, K. Craft (1.3); receive, review and organize documents and correspondence received from client relating to Carter (6.5); further discussion and telephone call with C. Brown, K. Craft (1.0).	12.1	365.00	4,416.50
01/10/06	Weisz, Steven	Discussion with S. Grundy regarding strategy for possible mandatory order against supplier (.2).	0.2	545.00	109.00
01/11/06	Dube, Jim	Office conference with S. Grundy and conference calls with client representatives in afternoon (1.2); numerous e-mails (.3); engaged regarding Notice of Access (.4); engaged regarding correspondence to L. Soloway regarding criminal proceedings issue (.6); telephone discussion with S. Braithwaite of BBK (.5).	3.0	720.00	2,160.00
01/11/06	Grundy, Susan	Meeting with J. Dube and K. Park regarding recommendations to clients on legal grounds against supplier (.7); email report to C. Brown and telephone discussion regarding grounds to enforce existing access agreement (.6); telephone interviews of C. Brown, P. Murtagh and K. Craft (1.3); followup regarding	6.6	775.00	5,115.00

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		results of document review and legal arguments (.4); telephone interview of S. Braithwaite and reporting to clients (.9); preparing response to Soloway letter and confirming it with clients (.6); instructing K. Park regarding formal access notice (.1); reviewing agreements and considering strategy (1.7); reviewing draft access notice (.3).			
01/11/06	Park, Karen	Review and organize documents and correspondence received from client (6.5); review and analyze transaction agreements (3.5); email to S. Grundy regarding Access Agreement (1.7); discussions with S. Grundy regarding Access Agreement and invoking rights (.8); emails exchanged with K. Craft regarding executed versions of documents (.7); instructions to N. Thompson regarding service of Access Notice (.6); draft notice of intention to invoke right of access (4.5); telephone conversation with C. Brown, K. Craft and further telephone conversation with C. Brown (1.3).	19.6	365.00	7,154.00
01/12/06	Dube, Jim	Engaged all day on this matter, including conference calls with client representatives, telephone calls with R. Kert, M. Solmon (2.5); correspondence from and to L. Soloway (.5); considering remedies (.5); reviewing 2005 BIA/CCAA proceedings and drafting affidavit of P. Murtagh (1.0);	8.0	720.00	5,760.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		office conferences with S. Grundy during day (3.0); office conference with K. Park regarding Notice of Application and P. Murtagh's evidence (.5).			
01/12/06	Flynn, Marc	Engaged in litigation searches re parties (.4); reporting to K. Park (.1).	0.5	170.00	85.00
01/12/06	Grundy, Susan	Reviewing notes from S. Braithwaite (.2); commenting on revised access notice (.3); discussions with J. Dube and then with clients regarding strategy generally (2.2); letter to L. Soloway (.3); telephone call from Carter's counsel, R. Kert (.2); finalizing access notice (.1); numerous discussions with J. Dube and C. Brown regarding urgent injunction application in light of refusal to ship (1.9); telephone call to C. Brown and followup regarding security arrangements at plant (.5).	5.7	775.00	4,417.50
01/12/06	Park, Karen	Draft notice of intention to invoke right of access (1.3); receive and review emails exchanged with S. Grundy, J. Dube and client (2.0); discussions with S. Grundy and J. Dube (1.0); attend at various conference calls with client (1.5); telephone calls with R. Kert and M. Solmon (1.0); receive and review documents related to Carter CCAA proceedings (1.0); instructions to N. Thompson regarding service of notice (.7); revise notice and coordinate service of notice (.9); review Rules of Civil Procedure (.3); email to J.	12.6	365.00	4,599.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Dube regarding court procedure (.5); draft affidavit and notice of application (2.0); review Bankruptcy and Insolvency Act (.4).			
01/13/06	Grundy, Susan	Reviewing letters from Soloway and Goldman regarding access notice (.2); conference call with D. Denis and J. Spiegelman, new counsel for 208 and reporting to clients(1.2); lengthy meetings with D. Denis, J. Spiegelman, S. Goldman and D. Topolinski, and J. Dube, numerous calls with C. Brown and P. Murtagh to report and get instructions during meeting, negotiating and settling "interim interim" agreement re potential court attendance today and interim agreement for parts shipment today through Monday, January 16 (3.9).	5.3	775.00	4,107.50
01/13/06	Park, Karen	Receive and review emails exchanged between C. Brown, S. Grundy regarding ongoing negotiations (1.3); review agreements and correspondence and draft affidavit (6.5); emails exchanged with K. Craft regarding information required for affidavit (.3); draft notice of application (1.7); circulate drafts to J. Dube, S. Grundy (.3); review Rules of Civil Procedure and research caselaw (3.0); discussion with J. Dube regarding update on negotiations and litigation strategy (.5); circulate scanned copy of handwritten agreement (.3).	13.9	365.00	5,073.50

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/13/06	Weisz, Steven	Discussion with S. Grundy regarding possible receivership (.2).	0.2	545.00	109.00
01/14/06	Dube, Jim	Engaged all day and into evening on this matter, including meeting with C. Brown and P. Murtagh (3.0); engaged on Notice of Application and office conference with K. Park and S. Grundy during day (3.0); engaged on affidavit of P. Murtagh (3.5).	9.5	720.00	6,840.00
01/14/06	Flynn, Marc	Researching notice periods under personal property legislation (1.6); reviewing case law and academic commentary under same (.7).	2.3	170.00	391.00
01/14/06	Grundy, Susan	Preparation and review of court materials (2.8); instructing M. Flynn on research regarding validity of PPSA notices and discussing initial results with him (.2); email to S. Braithwaite regarding arrangements to get his evidence (.1); meeting with C. Brown and P. Murtagh to discuss proposed injunction and issues for Delphi (3.0).	6.1	775.00	4,727.50
01/14/06	Park, Karen	Discussion with J. Dube (.3); draft affidavit and notice of application; compile exhibits (4.5); circulate drafts to J. Dube and S. Grundy (.3); attend at meeting with P. Murtagh, C. Brown, S. Grundy, J. Dube at Blakes offices (2.5); assist J. Dube on application procedure and strategy (1.0); review additional notes, agreements and documents provided by client (5.0); attend on comments to affidavit and	14.9	365.00	5,438.50

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		notice of application (1.0); discussion with M. Flynn regarding negotiations and dispute settlement (.3).			
01/15/06	Dube, Jim	Engaged drafting overview summary for P. Murtagh affidavit (4.5); engaged in completing P. Murtagh affidavit, including discussions with P. Murtagh (4.5); telephone interview with S. Braithwaite regarding his testimony for motion (2.0); telephone discussions with N. MacDonald of GM and office conference with client representatives regarding progress on deal (4.0).	15.0	720.00	10,800.00
01/15/06	Grundy, Susan	Reviewing revised affidavits and pleadings (1.1); reviewing Marc Flynn memo re notice issues (.3); telephone call to Richard Grudzinski of KPMG re potential receiver engagement (.1) meetings with J. Dube, P. Murtagh and C. Brown regarding injunction preparations (2.1); telephone call to GM counsel (.1).	3.7	775.00	2,867.50
01/15/06	Park, Karen	Telephone interview of S. Braithwaite (1.5); draft Braithwaite affidavit and attend on comments thereto (5.7); emails to S. Braithwaite (1.0); discussions with J. Dube, S. Grundy, M. Flynn regarding negotiations and litigation research (3.5); instructions to A. Marshall regarding draft documents (1.5); attend on general negotiation and meeting support (2.1).	15.3	365.00	5,584.50
01/16/06	Dube, Jim	Engaged all day on this	8.5	720.00	6,120.00

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invoice.

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		matter, including morning telephone discussion with M. Emig-Munro of GM (.7); engaged conferring with P. Murtagh and C. Brown to settle affidavit (1.0); revising affidavit (1.3); engaged in relation to R. Kert's e-mails to S. Grundy (.7); office conference with S. Grundy (.3); e-mails to and from R. Kert in afternoon regarding B. Carter (.8); reviewing Statement of Claim issued by Carter (.7); further discussions with client representatives during day (2.0); telephone discussion with R. Grudzinski regarding background and KPMG retainer (1.0).			
01/16/06	Grundy, Susan	Email exchanges with R. Kert regarding breach of contract allegations (.2); discussing allegations and response with J. Dube and clients (.3); followup regarding notes of meetings and further response (.1); reviewing and commenting on draft affidavits and court materials (.9).	1.5	775.00	1,162.50
01/16/06	Park, Karen	Review and comment on Murtagh affidavit (1.0); discussion with A. Kushnir regarding updates (.7); receive and review emails exchanged with counsel (.7); discussion with J. Dube regarding application materials (1.0).	3.4	365.00	1,241.00
01/17/06	Dube, Jim	Office conference with S. Grundy regarding language in draft contract and Carter issue (.6); considering same and discussion with S. Grundy regarding same (.9); attending conference calls with C. Brown	7.8	720.00	5,616.00

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		and P. Murtagh, with Delphi's Chief Operating Officer, and further conference with client representatives (1.3); engaged reviewing S. Grundy's comments on P. Murtgah affidavit and further revising same (1.0); engaged regarding e-mail from Halla representatives (.5); office conference with K. Park to finalize exhibits for affidavit (.5); telephone discussions with and e-mails with R. Grudzinski of KPMG regarding background (1.0); engaged in evening in telephone discussion with S. Grundy regarding further discussion, and lengthy telephone discussion with R. Meisler of Skaddens regarding background (2.0).			
01/17/06	Grundy, Susan	Telephone call to M. Emig Munro of GM Canada regarding status of issues with supplier and Delphi legal arguments (.3); reporting to C. Brown and P. Murtagh (.1); emails with R. Kert regarding latest complaints (.2); commenting on draft court materials (.2).	0.8	775.00	620.00
01/17/06	Park, Karen	Discussions with J. Dube and A. Kushnir regarding settlement of issues with 208 et al. (.7); review and comment on further revisions to Murtagh affidavit (1.0); review and compile exhibits (2.4); update and revise draft notice of application (1.0); receive and review emails to and from client (.3); receive and review emails exchanged between Blakes and R. Kert	5.9	365.00	2,153.50

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		(.5).			
01/18/06	Dube, Jim	Engaged all day on this matter, including morning office conference with S. Grundy regarding developments and regarding BBK (.5); all-morning meeting with S. Braithwaite to settle his affidavit and swear same (3.0); reporting to C. Brown regarding Braithwaite data (.6); engaged on numerous e-mails regarding R. Kert and his January 17th letter (.8); composing response and settling same with S. Grundy, and reporting to client for instructions (1.3); reviewing C. Brown's memorandum to management and discussing proposed changes with S. Grundy (1.8); evening discussion with S. Grundy regarding need for potential court hearing (1.0).	9.0	720.00	6,480.00
01/18/06	Grundy, Susan	Dealing with allegations from R. Kert and followup with Stephen Goldman(.4); telephone call to R. Grudzinski and N. Brearton of KPMG regarding potential receivership engagement (.3); followup with C. Brown and S. Braithwaite regarding receivership contingencies (.2); meeting with J. Dube and S. Braithwaite regarding Braithwaite affidavit and Carter issues (.5); reviewing draft letter to R. Kert (.2).	1.6	775.00	1,240.00
01/18/06	Park, Karen	Review and provide additional comments on draft notice of application (1.7); review final Braithwaite affidavit (.3); receive and reviews emails	3.3	365.00	1,204.50

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		from S. Grundy, J. Dube and emails exchanged with R. Kert, client (.5); review PPSA searches in respect of 2088343 (.8).			
01/19/06	Dube, Jim	Telephone discussion with client representatives regarding release of correspondence to R. Kert (1.0); reviewing letter from J. Spiegelman and e-mails regarding BBK potential attendance at plant as per Roch invitation (.9); e-mail to R. Kert (.3); e-mails with BBK during day (.9); telephone discussion with Superior Court office (.2); engaged reporting to C. Brown regarding commencement of process (.6); engaged on e-mails regarding KPMG consent to act as Receiver (.6).	4.5	720.00	3,240.00
01/19/06	Park, Karen	Further revisions to draft notice of application (.5); review correspondence exchanged among counsel (.6); updates from A. Kushnir and S. Grundy (.8); discussion with J. Dube (.5); draft form of order (1.8).	4.2	365.00	1,533.00
01/20/06	Dube, Jim	Reviewing R. Kert's e-mail of January 19th, and drafting response to same (1.0); discussion with S. Grundy regarding same, and forwarding to client for instructions (.5); telephone discussions with and e-mails during day with client representatives (1.0); telephone discussion with Superior Court office regarding possible hearing date (.2); e-mails from S. Braithwaite	4.7	720.00	3,384.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		regarding discussion with B. Carter (.3); discussion with S. Grundy regarding clause in draft contract regarding MOA, and drafting same (1.0); engaged on draft notice of application and e-mail to R. Meisler at Skadden regarding same (.7).			
01/20/06	Grundy, Susan	Reviewing proposed response to most recent Carter/Kert allegations (.5).	0.5	775.00	387.50
01/20/06	Park, Karen	Review Commercial List Practice Directions and compose email to J. Dube (.6); draft consent of KPMG to act as receiver and form of order and circulate to J. Dube (1.0).	1.6	365.00	584.00
01/23/06	Grundy, Susan	Memo to file regarding notes of discussions with R. Kert and B. Carter on January 14-15 (.8); meeting with J. Dube regarding response to allegations, responding to R. Kert (.3); reviewing Kert letter and responding to further allegations from R. Kert (.2).	1.3	775.00	1,007.50
01/24/06	Dube, Jim	Lengthy report to C. Brown on proceeding with court motion to appoint Receiver, and telephone discussion with C. Brown regarding same (1.0); message to KPMG on current status (2.); engaged on researching issue of duress as affecting proposed new contract with RochCo and e-mail to S. Grundy regarding conclusions (1.3).	2.5	720.00	1,800.00
01/24/06	Grundy, Susan	Reviewing litigation options with J. Dube in light of current status and preparing report to clients (.6).	0.6	775.00	465.00

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/25/06	Grundy, Susan	Conference call with J. Dube and Delphi management team regarding commercial and litigation options, then further discussions with C. Brown (.8).	0.8	775.00	620.00
01/26/06	Dube, Jim	Engaged during day on this matter, including e-mails during day with R. Kert, J. Spiegelman, S. Goldman (1.0); e-mail reports to client (1.2); e-mail from S. Braithwaite (of BBK) regarding Carter and reporting on same to C. Brown (.8); engaged regarding status of contract negotiations and issues regarding clauses arising from MOA (.5).	3.5	720.00	2,520.00
01/26/06	Grundy, Susan	Reporting to clients regarding Carter notice to arbitrate (.1).	0.1	775.00	77.50
01/27/06	Dube, Jim	Engaged reviewing e-mails from Carter's counsel regarding commencement of arbitration proceedings under MOA (.4); considering impact on potential contract between 208 and Delphi, and office conference with S. Weisz and A. Kushnir regarding background on MOA (2.0); telephone discussions and e-mails with C. Brown (.7); conference call with J. Spiegelman and S. Goldman (.9); telephone message to J. Coldwell regarding further proposed changes to draft (.2).	4.2	720.00	3,024.00
01/30/06	Dube, Jim	Engaged during day on this matter, including reviewing Arbitration Notice served by B. Carter's lawyer and e-mails between said counsel and D. Topolinski's counsel (.6);	3.5	720.00	2,520.00

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		discussion with S. Grundy and client representatives regarding Murtagh/Braithwaite affidavit evidence (.8); afternoon telephone discussion with J. Spiegelman regarding initial discussion with Arbitrator, and counsel for B. Carter, D. Topolinski and R. Cousineau (.7); e-mail report to client representatives regarding same (.6); conference call in late afternoon with C. Brown, P. Murtagh and K. Craft to discuss Delphi's position in light of arbitration impasse (.8).			
01/30/06	Grundy, Susan	Telephone call from J. Spiegelman regarding Carter arbitration status (.1); meeting with J. Dube regarding impact of Carter arbitration on Delphi and reporting to clients (.1).	0.2	775.00	155.00
01/31/06	Dube, Jim	Office conference with S. Grundy regarding outstanding arbitration issue on 208's authority to execute contract (.1); engaged readying materials for court application (.4).	0.5	720.00	360.00

Total Fees for this Matter

\$ 135,843.50

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213975

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	86.2	\$ 720.00	\$ 62,064.00
Flynn, Marc	FLY	5.1	170.00	867.00
Grundy, Susan	SMG	43.5	775.00	33,712.50
Park, Karen	KPA	106.8	365.00	38,982.00
Weisz, Steven	SJW	0.4	545.00	218.00
Total		<u>242.0</u>		<u>\$ 135,843.50</u>

Disbursements

Courier	\$ 7.50	
Duplicating	977.30	
Telephone/Facsimile	57.87	
		\$ 1,042.67

Total Due for this Matter in Canadian Currency	<u>\$ 136,886.17 CAD</u>
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**SUMMARY OF TIMEKEEPER AND TITLE
(January)**

Litigation:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Flynn, Marc	Student
Grundy, Susan	Partner
Park, Karen	Associate
Weisz, Steven	Partner

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

INVOICE

Please write invoice
number(s) on cheque.

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

March 13, 2006

Invoice: 1213974
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

*** Please remit this page with your payment ***
*** Terms: Due and Payable Upon Receipt ***

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 31, 2006, as
follows:

Total Fees \$ 6,529.00

Total Due in Canadian Currency \$ 6,529.00 CAD

This invoice may be paid in U.S. Currency: \$ 5,881.98 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213974	Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2
Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213974	
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this
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BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

Please write invoice
number(s) on cheque.

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Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

March 13, 2006

Invoice: 1213974
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 31, 2006, as
follows:

Total Fees

\$ 6,529.00

Total Due in Canadian Currency

\$ 6,529.00 CAD

This invoice may be paid in U.S. Currency: \$ 5,881.98 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213974	Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2
Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213974	
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213974

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/17/06	Kushnir, Amanda	Email correspondence with H. Zaltzman (Skaddens) re retention application (.5); email to N. Thompson re same (.5).	1.0	400.00	\$ 400.00
01/18/06	Kushnir, Amanda	Instructions to N. Thompson re retention application and fee applications (.5); email correspondence with H. Zaltsman of Skaddens re same (.5).	1.0	400.00	400.00
01/18/06	Thompson, Nancy	Receiving instructions from A. Kushnir (.2); reviewing precedent materials for retention application (.3); reviewing list of names for conflicts checks (.4); reviewing various e-mail messages (.2).	1.1	240.00	264.00
01/19/06	Kushnir, Amanda	Email to H. Zaltsman re retention application (.2); various email correspondence with N. Thompson re retention application (.3).	0.5	400.00	200.00
01/19/06	Thompson, Nancy	Reviewing conflicts search results (1.0).	1.0	240.00	240.00
01/23/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list of names provided by US counsel (3.3).	3.3	240.00	792.00
01/24/06	Kushnir, Amanda	Discussion with N. Thompson re retention application (.3).	0.3	400.00	120.00
01/24/06	Thompson, Nancy	Reviewing results of conflicts search and comparing to list provided by US counsel (3.0).	3.0	240.00	720.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006
Invoice No.: 1213974

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/25/06	Flynn, Marc	Reviewing Delphi conflict search results for N. Thompson and A. Kushnir (.9).	0.9	170.00	153.00
01/25/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list of names supplied by US counsel (4.5).	4.5	240.00	1,080.00
01/26/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list of names from US counsel (3.8).	3.8	240.00	912.00
01/30/06	Kushnir, Amanda	Email correspondence with N. Thompson re status of retention application (.3); email to timekeepers re docketing according to US Trustee guidelines (.3).	0.6	400.00	240.00
01/30/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list of names provided by US counsel (4.2).	4.2	240.00	1,008.00

Total Fees for this Matter \$ 6,529.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Flynn, Marc	FLY	0.9	\$ 170.00	\$ 153.00
Kushnir, Amanda	AKU	3.4	400.00	1,360.00
Thompson, Nancy	NAB	20.9	240.00	5,016.00
Total		<u>25.2</u>		<u>\$ 6,529.00</u>

Total Due for this Matter in Canadian Currency \$ 6,529.00 CAD

**SUMMARY OF TIMEKEEPER AND TITLE
(January)**

Fee Applications:

<u>Name</u>	<u>Title</u>
Flynn, Marc	Student
Kushnir, Amanda	Associate
Thompson, Nancy	Paralegal